

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re

MELINTA THERAPEUTICS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 19-12748 (LSS)

Jointly Administered

Related to Docket No. 67

CERTIFICATION OF COUNSEL REGARDING ORDER

(A) ESTABLISHING BIDDING PROCEDURES; (B) APPROVING EXPENSE REIMBURSEMENT (C) ESTABLISHING PROCEDURES RELATING TO THE ASSUMPTION OR ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES, INCLUDING NOTICE OF PROPOSED CURE AMOUNTS; (D) APPROVING FORM AND MANNER OF NOTICE OF ALL PROCEDURES, PROTECTIONS, SCHEDULES, AND AGREEMENTS; (E) SCHEDULING A HEARING TO CONSIDER ANY PROPOSED SALE; AND (F) GRANTING CERTAIN RELATED RELIEF

The undersigned, proposed counsel to the above-captioned debtors and debtors-in-possession (the “**Debtors**”), hereby certifies as follows:

1. On December 30, 2019, the Debtors filed the *Motion of Debtors for Orders (I)(A) Establishing Bidding Procedures; (B) Approving Expense Reimbursement; (C) Establishing Procedures Relating to the Assumption or Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, Including Notice of Proposed Cure Amounts; (D) Approving Form and Manner of Notice of All Procedures, Protections, Schedules, and Agreements; (E) Scheduling a Hearing to Consider any Proposed Sale; and (F) Granting Certain Related Relief; and (II)(A) Approving any Sale of Substantially All of Debtors’ Assets*

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are: Melinta Therapeutics, Inc. (0364); Cempra Pharmaceuticals, Inc. (5814); CEM-102 Pharmaceuticals, Inc. (4262); Melinta Subsidiary Corp. (9437); Rempex Pharmaceuticals, Inc. (6000); and Targanta Therapeutics Corporation (1077). The address of the Debtors’ corporate headquarters is 44 Whippany Road, Suite 280, Morristown, New Jersey 07960.

*and (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with the Sale; and (C) Granting Related Relief or, in the Alternative (III)(A) Authorizing Debtors' Assumption of Restructuring Support Agreement and (B) Granting Related Relief [Docket No. 67] (the “**Motion**”).²*

2. On February 7, 2020, the Court held a hearing (the “**Hearing**”) to consider, among other matters, approval of the Bidding Procedures and Bidding Procedures Order³ filed with the Motion. At the Hearing, the Debtors presented revised versions of the Bidding Procedures and Bidding Procedures Order (the “**Proposed Order**”), which revised documents incorporated various comments from parties-in-interest, and the Court approved such order. The Debtors noted at the Hearing that the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”) was continuing to review the Proposed Order, and that the Debtors would submit the final form of order under certification of counsel.

3. The revised form of order attached hereto as **Exhibit A** (the “**Revised Proposed Order**”) includes the U.S. Trustee’s requested revisions to the proposed form of order and all other revisions to the Proposed Order since the Hearing. A blackline version of the Revised Proposed Order reflecting all revisions to the form of order since the filing of the Motion is attached hereto as **Exhibit B**. A blackline version of Revised Proposed Order reflecting just the revisions to the form of order since the Hearing is attached hereto as **Exhibit C**. The U.S. Trustee has reviewed the Revised Proposed Order, and does not object to entry of such order.

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.

³ The Bidding Procedures Order is the *Order (A) Establishing Bidding Procedures; (B) Approving Expense Reimbursement; (C) Establishing Procedures Relating to the Assumption or Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, Including Notice of Proposed Cure Amounts; (D) Approving Form and Manner of Notice of All Procedures, Protections, Schedules, and Agreements; (E) Scheduling a Hearing to Consider any Proposed Sale; and (F) Granting Certain Related Relief*.

4. Accordingly, the Debtors respectfully request that the Court enter the Revised Proposed Order at the convenience of the Court.

Dated: Wilmington, Delaware
February 10, 2020

MCDERMOTT WILL & EMERY LLP

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